

**UNITED STATES DISTRICT COURT
MIDDLE DISTRICT OF TENNESSEE**

**CHIQUITA LEE, MELISSA ORTIZ
CUCCIO, and LULA WADE, on behalf of
themselves and all others similarly situated,**

Plaintiffs,

v.

**WFS FINANCIAL INC, a California
corporation,**

Defendant.

No. 3-02-0570

**(JUDGE CAMPBELL)
(JUDGE GRIFFIN)**

Class Action Case

~~**PROPOSED**~~ **ORDER OF PRELIMINARY APPROVAL OF SETTLEMENT**
TSC

The Class Representatives, on behalf of themselves and the Class Members, and the Defendant in this case (collectively, the Parties), have entered into a Settlement Agreement dated August 20, 2004 (the Settlement Agreement), providing for a proposed settlement (the Settlement) of this lawsuit and another action, *Thompson v. WFS Financial*, California Superior Court, County of Alameda, Civil Action No. RG03088926, appeal pending in the Court of Appeal of the State of California, First Appellate District, Division One, No. A104967.

Plaintiffs have moved for, and Defendant has stipulated to, entry of this Order which, *inter alia*, (i) establishes a procedure for filing of objections to the Settlement; and (ii) schedules a hearing for final approval of the Settlement. After due consideration,

IT IS ORDERED THAT:

1. This Order incorporates by reference the definitions in the Settlement Agreement, and all capitalized terms used in this Order will have the same meanings as set forth in the Settlement Agreement, unless otherwise defined in this Order.
2. The Parties have agreed to the following class for the purposes of settlement (the Settlement Class):

This document was entered on
the docket in compliance with
Rule 58 and/or Rule 79(a).

FRCP, on 8/27/04 By KM

(217)

All African-American or Hispanic car buyers who have entered or will enter into a retail installment contract that was or will be acquired by Western Financial Bank, Westcorp Financial Services, Inc., or WFS Financial Inc, and its predecessors or successors, during the period January 1, 1990 through the Effective Date of this Settlement Agreement.

6. Plaintiffs will be filing declarations on behalf of proposed Litigation Class Representatives Chiquita Lee, Melissa Ortiz Cuccio, Lula Wade, Michelle Thompson, Joaquin Andrade, and Jose Duran. Based on the Court's review of the Third Amended Complaint, argument of counsel and the entire record, these individuals are certified as adequate representatives of the Settlement Class and their claims are deemed to be typical of the members of the Settlement Class, and the following counsel are deemed to adequately represent the Settlement Class: Clint Watkins of the Law Office of Clint Watkins in Brentwood, Tennessee; Michael E. Terry of Terry & Gore law firm in Nashville, Tennessee; Wyman O. Gilmore of Gilmore Law Office in Grove Hill, Alabama; Richard Dorman, John Crowder, and Edwin Lamberth of the Cunningham, Bounds, Yance, Crowder & Brown law firm in Mobile, Alabama; Stuart T. Rossman of the National Consumer Law Center, Boston, Massachusetts; Bill Lann Lee, Michael W. Sobol, and Lori Andrus of Lieff, Cabraser, Heimann & Bernstein, LLP, San Francisco, California; Morris J. Baller and Linda M. Dardarian of Goldstein, Demchak, Baller, Borgen & Dardarian, Oakland, California; and Barrett S. Litt of Litt & Associates, Los Angeles, California.

7. Based on the Court's preliminary review of the Settlement Agreement, argument of counsel and the entire record, including Defendant's stipulation, the Plaintiffs' Motion for Preliminary Approval of Settlement is granted.

8. A hearing (the Fairness Hearing) shall be held before this Court on November 15, 2004, at ^{1:00 p.m.} ~~9:00 a.m.~~ to hear objections and determine (i) whether the proposed Settlement and compromise of this Litigation as set forth in the Settlement Agreement is fair, reasonable and adequate to the Class Members and should be approved by the Court; (ii) to determine whether the Final Judgment should be entered approving the Settlement; and (iii) whether to approve the request of Class Counsel for payment of attorneys' fees and reimbursement of expenses.

9. Any interested person may appear at the Fairness Hearing to show cause why the proposed Settlement should or should not be approved as fair, reasonable, adequate, and in good faith and/or why the request of Class Counsel for approval of attorneys' fees and expenses and litigation-related reimbursements should or should not be approved as fair and reasonable; provided, however, that no person shall be heard or entitled to contest the approval of the terms and conditions of the proposed Settlement or the fees, costs, and reimbursements requested by Class Counsel, unless that person has (i) sent or delivered written objections and copies of any supporting papers and briefs so that they are received no later than ~~October 1~~ ^{November 1} ~~TS~~, 2004, upon counsel below:

National Consumer Law Center
Attn: Stuart T. Rossman
77 Summer Street, 10th Floor
Boston, MA 02110-1006
Fax: (617) 542-8028

Co-Counsel for Plaintiffs

-and-

Michael J. Agolia
Morrison & Foerster
425 Market Street
San Francisco, CA 94105-2482
Fax: (415) 268-7522

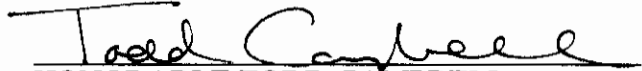
Co- Counsel for Defendant WFS Financial Inc;

and (ii) has filed said objections, papers and briefs, showing due proof of service upon said counsel with the Clerk of the United States District Court for the Middle District of Tennessee, Nashville, Tennessee, on or before the same date. Any Class Member who does not submit an objection in the manner provided above shall be deemed to have waived any objection to the Settlement and shall forever be foreclosed from making any objection to class certification, to the fairness, adequacy or reasonableness of the Settlement, and to any attorneys' fees and reimbursements approved.

10. All memoranda, affidavits, declarations and other evidence in support of the request for approval of the Settlement and Class Counsel's request for approval of attorneys' fees, costs and reimbursement of expenses shall be filed on or before ~~September 1~~ ^{October 1}, 2004.

11. The Court expressly reserves its right to adjourn the Fairness Hearing from time to time without further notice other than to counsel of record and to approve the proposed Settlement and request for approval of attorneys' fees and expenses at or after the originally scheduled Fairness Hearing.

IT IS SO ORDERED.


HONORABLE TODD CAMPBELL
UNITED STATES DISTRICT JUDGE